

**NOTICE OF POSTAL BALLOT**  
**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.]**

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
<b>Friday, July 5, 2024 at 9.00 a.m. (IST)</b>	<b>Saturday, August 3, 2024 at 5.00 p.m. (IST)</b>

Dear Member(s)

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard the latest being General Circular no. 09/2023 dated September 25, 2023, (collectively referred to as the **'MCA Circulars'**), to transact the special business as set out hereunder by passing Special Resolution by way of Postal Ballot only through voting by electronic means (**'remote e-Voting'**).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, RASHI PERIPHERALS LIMITED (**'the Company'**) is sending this Notice ONLY in electronic form to Members through registered e-mail addresses available with the Company/Registrar and Transfer Agent (**'RTA'**)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at [www.rptechindia.com/investor](http://www.rptechindia.com/investor).

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Saturday, August 3, 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

---

**Rashi Peripherals Limited**  
**(Formerly known as Rashi Peripherals Private Limited)**

Regd. Office: Ariisto House, 5th Floor, N S Phadke Road, Andheri East, Mumbai, Maharashtra – 400069, India  
• Tel: +91-22-6177 1771 | Fax +91-22-61771999 • [www.rptechindia.com](http://www.rptechindia.com) | CIN: L30007MH1989PLC051039

---

## **SPECIAL BUSINESS**

### **1. APPOINTMENT OF DR. ANIL KHANDELWAL (DIN: 00005619), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS**

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013, read with Schedule IV to the Act and all other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, the appointment of Dr. Anil Khandelwal (DIN: 00005619), as an Independent Director of the Company and who is eligible for appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, for a term of five year commencing from May 24, 2024 to May 23, 2029 (both days inclusive), not liable to retire by rotation be and is hereby approved.”

#### **Notes:**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (‘Act’) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 (‘Rules’), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Link Intime India Private Limited, the Company’s Registrar and Transfer Agent (‘RTA’), as on Friday, June 28, 2024 (‘Cut-Off Date’) and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 13 of this Notice.

---

**Rashi Peripherals Limited**  
(Formerly known as Rashi Peripherals Private Limited)

Regd. Office: Ariisto House, 5th Floor, N S Phadke Road, Andheri East, Mumbai, Maharashtra – 400069, India  
• Tel: +91-22-6177 1771 | Fax +91-22-61771999 • www.rptechindia.com | CIN: L30007MH1989PLC051039

---

5. The remote e-voting shall commence on **Friday, July 5, 2024 at 9.00 a.m. (IST) and shall end on Saturday, August 3, 2024 at 5.00 p.m. (IST)**. During this period, Members of the Company holding shares in electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. The Board of Directors has appointed Ms. Anuja Parikh (ACS 52937, CP No. 21367) or failing her Mr. Mitesh Dhaliwala (FCS 8331, CP No. 9511), of M/s Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit their report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.rptechindia.com/investor](http://www.rptechindia.com/investor) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-voting, shall be deemed to have been passed on the last date specified for e-voting i.e., Saturday, August 3, 2024 at 5.00 p.m. (IST).
10. Members may download the Notice from the website of the Company at [www.rptechindia.com/investor](http://www.rptechindia.com/investor) or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [investors@rptechindia.com](mailto:investors@rptechindia.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the periods **July 5, 2024 to August 3, 2024**.
13. Process for Registration of e-mail addresses and changes, if any:

The Shareholders having shares in demat form are requested to update their email id through their DP where they are having their demat account.

In case of any change in the registered e-mail addresses or other details, if any, Members may update the same with their DPs/RTA to enable service of notices/documents/Integrated Reports and other communications electronically to updated e-mail address in future.

**A. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on Friday, July 5, 2024 at 9.00 a.m. (IST) and shall end on Saturday, August 3, 2024 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, June 28, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, June 28, 2024.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as</li> </ol>

**Rashi Peripherals Limited**

**(Formerly known as Rashi Peripherals Private Limited)**

	<p>shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

**Rashi Peripherals Limited**

**(Formerly known as Rashi Peripherals Private Limited)**

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
---	--

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :



Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Rashi Peripherals Limited**

(Formerly known as Rashi Peripherals Private Limited)

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Parikh Associates [cs@parikhassociates.com](mailto:cs@parikhassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Sagar Gudhate at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@rpotechindia.com](mailto:investors@rpotechindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

---

**Rashi Peripherals Limited**

**(Formerly known as Rashi Peripherals Private Limited)**

Regd. Office: Ariisto House, 5th Floor, N S Phadke Road, Andheri East, Mumbai, Maharashtra – 400069, India  
• Tel: +91-22-6177 1771 | Fax +91-22-61771999 • [www.rpotechindia.com](http://www.rpotechindia.com) | CIN: L30007MH1989PLC051039

---



2. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors  
For RASHI PERIPHERALS LIMITED**

**HINAL SHAH**  
Company Secretary  
& Compliance Officer  
Membership no.: F10869

**Date:** July 2, 2024

**Place:** Mumbai

**Registered Office:**

Ariisto House, 5th Floor,  
Corner of Telli Galli, Andheri (East),  
Mumbai – 400 069

**E-mail:** [investors@rptechindia.com](mailto:investors@rptechindia.com)

**Website:** [www.rptechindia.com](http://www.rptechindia.com)

**CIN:** L30007MH1989PLC051039

---

**Rashi Peripherals Limited**

**(Formerly known as Rashi Peripherals Private Limited)**

Regd. Office: Ariisto House, 5th Floor, N S Phadke Road, Andheri East, Mumbai, Maharashtra – 400069, India

• Tel: +91-22-6177 1771 | Fax +91-22-61771999 • [www.rptechindia.com](http://www.rptechindia.com) | CIN: L30007MH1989PLC051039

---

**ANNEXURE TO NOTICE**

**THE STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING.**

**Item No. 1.**

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee ('NRC') approved the appointment of Dr. Anil Khandelwal (DIN: 00005619), as an Additional Non-Executive Independent Director of the Company, not being liable to retire by rotation, for a term of five years commencing from May 24, 2024 to May 23, 2029 (both days inclusive), subject to the approval of the Members.

The Company has received a notice in writing from a Member of the Company in terms of Section 160(1) of the Act proposing his candidature for the office of a Director of the Company.

The Nomination and Remuneration Committee and Board has identified the following skills/expertise/knowledge/experience/competencies fundamental for the effective functioning of the Company, which are currently available with Dr. Anil Khandelwal:

**Name of the Director:** Dr. Anil Khandelwal

**Area of skills/expertise/ knowledge/experience/competence:**

Dr. Anil Khandelwal (PhD in Management) is a well-known transformational leader of India who is credited with the transformation of one of the largest public sector bank – Bank of Baroda in just three years from decline to the most powerful and valuable brand during his tenure as its Chairman and Managing director from 2005 to 2008. His brand of leadership is based on building Intangibles like culture, people, brand, governance, leadership and technology.

He has expertise in banking, leadership, governance and organisational transformation areas. He has also been engaged by the Department of Public Enterprise, Ministry of Finance to conduct training for its Nominee Directors on various public sector companies. He is a leading voice on Indian Banking and leadership in India.

He has been on the Boards of several management institutes like Narsee Monjee Institute of Management Studies (NMIMS), Mumbai, School of Inspired leadership (SOIL), Gurgaon, ITM University. He has also been a senior strategic advisor to global consulting firms like Accenture, Booz and Company, Hewitt and KPMG.

The Company has received a declaration from Dr. Anil Khandelwal, confirming that he meets the criteria of independence under the Companies Act, 2013 and Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also given a declaration that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Dr. Anil Khandelwal has further provided a confirmation that he has registered herself with the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs (IICA).

Further, the Company has also received his consent to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also submitted a Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24

dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The profile and specific areas of expertise of Dr. Anil Khandelwal and other relevant information as required under SEBI Listing Regulations and Secretarial Standards are provided in Annexure I to this Notice.

As per section 149 of the Companies Act, 2013, and Regulation 17 of SEBI Listing Regulations, an appointment of an Independent director is subject to shareholder approval by way of Special Resolution. Further, in terms of provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as amended from time to time, the appointment of a person who has attained the age of seventy-five years as Director of the Company requires passing a Special Resolution by shareholders. Dr. Anil Khandelwal has attained 75 years of age and is in good physical and mental condition and the Board as well as the Nomination and Remuneration Committee are of the opinion that his presence on the Board would be very much in the interest of the Company and its shareholders.

In the opinion of the Board Dr. Anil Khandelwal fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management. The terms and conditions of appointment of Dr. Anil Khandelwal are available for inspection by the Members, by writing an email to the Company at [investors@rptechindia.com](mailto:investors@rptechindia.com).

Dr. Anil Khandelwal would be entitled to sitting fees for attending meetings of the Board of Directors and Committees of which he is a member.

Except Dr. Anil Khandelwal and/or his relatives, no other Director, or Key Managerial Personnel and/or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set forth in Item No. 1 of the Notice. Dr. Anil Khandelwal does not hold any shares in the Company.

**By Order of the Board of Directors  
For RASHI PERIPHERALS LIMITED**

**HINAL SHAH**  
Company Secretary  
& Compliance Officer  
Membership no.: F10869

**Date:** July 2, 2024

**Place:** Mumbai

**Registered Office:**

Ariisto House, 5th Floor,  
Corner of Telli Galli, Andheri (East),  
Mumbai – 400 069

**E-mail:** [investors@rptechindia.com](mailto:investors@rptechindia.com)

**Website:** [www.rptechindia.com](http://www.rptechindia.com)

**CIN:** L30007MH1989PLC051039

**ANNEXURE I**

**INFORMATION AS REQUIRED UNDER REGULATION OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

<b>Name of the Director</b>	<b>Dr. Anil Khandelwal</b>
<b>Designation</b>	Independent Director
<b>Age</b>	76 years
<b>DIN</b>	00005619
<b>Date of Appointment</b>	Appointment for a term of 5 year with effect from May 24, 2024.
<b>Qualification</b>	PhD. in Management (Gujarat University), LLB, MBA and Engg. (Chemical)
<b>Expertise/Experience in specific functional area</b>	<p>Dr. Anil Khandelwal (PhD in Management) is a well-known transformational leader of India who is credited with the transformation of one of the largest public sector bank – Bank of Baroda in just three years from decline to the most powerful and valuable brand during his tenure as its Chairman and Managing director from 2005 to 2008. He is an expertise in banking, leadership, governance and organisational transformation areas.</p> <p>He has also been engaged by the Department of Public Enterprise, Ministry of Finance to conduct training for its Nominee Directors on various public sector companies. He has been on the Boards of several management institutes like Narsee Monjee Institute of Management Studies (NMIMS), Mumbai, School of Inspired leadership (SOIL), Gurgaon, ITM University. He has also been a senior strategic advisor to global consulting firms like Accenture, Booz and Company, Hewitt and KPMG.</p>
<b>Terms and conditions of Appointment or re-appointment</b>	Appointment as an Non-executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from May 24, 2024 to May 23, 2029 (both days inclusive), not liable to retire by rotation.
<b>Details of remuneration sought to be paid</b>	Entitled to sitting fee as fixed by the Board for attending meeting(s) of Board / Committee(s).
<b>Last Remuneration Drawn</b>	Not Applicable

**Rashi Peripherals Limited**

**(Formerly known as Rashi Peripherals Private Limited)**

Regd. Office: Ariisto House, 5th Floor, N S Phadke Road, Andheri East, Mumbai, Maharashtra – 400069, India  
• Tel: +91-22-6177 1771 | Fax +91-22-61771999 • www.rptechindia.com | CIN: L30007MH1989PLC051039

<b>Date of first appointment on the Board</b>	May 24, 2024		
<b>Directorships in other companies (including those listed entities from which the person has resigned in the past three years)</b>	<b>Sr No.</b>	<b>Name of the Companies / bodies corporate / firms / association of individual</b>	<b>Nature of Interest or concern / change in interest or concern</b>
	1	Grassroot Trading Network for Women	10.02.2012
<b>Memberships of Committees in companies (Includes only Audit &amp; Stakeholders Relationship Committee) (including those listed entities from which the person has resigned in the past three years)</b>	None		
<b>No. of shares held in the Company</b>	Nil		
<b>Relationship between Directors inter-se and the KMPs</b>	There is no relationship between Director inter-se and the KMPs		
<b>Number of Board meetings attended during financial year 2024-2025</b>	1		
<b>In case of independent Director, the justification for choosing the appointees for appointment as Independent Director</b>	As per the resolution at item no. 1 of this Notice, read with the explanatory statement thereto.		

**Rashi Peripherals Limited**

**(Formerly known as Rashi Peripherals Private Limited)**

Regd. Office: Ariisto House, 5th Floor, N S Phadke Road, Andheri East, Mumbai, Maharashtra – 400069, India  
• Tel: +91-22-6177 1771 | Fax +91-22-61771999 • www.rptechindia.com | CIN: L30007MH1989PLC051039